

Nov 21 1 57 PM '02

STATE OF MISSISSIPPI

COUNTY OF DESOTO

BK 96 PG 619
W.E. DAVIS CH. CLK.

MEMORANDUM OF LEASE

CAMP CREEK CENTER, L.L.C., a Mississippi limited liability company, % Southern Stores, Inc., 146 Timber Creek Drive, Cordova, Tennessee 38018-4234 hereby leases to CATOSOUTH, LLC, a North Carolina limited liability company, c/o The Cato Corporation, Post Office Box 34216, Charlotte, North Carolina 28234, for a term beginning October 1, 2002 and ending January 31, 2008, certain property more particularly described as follows:

Certain Premises on plat as prepared by LESSOR consisting of approximately 4,160 square feet, measuring approximately 52 feet by 80 feet, and as outlined in red on Exhibit A, attached hereto and hereby made a part hereof, erected or to be erected in the CAMP CREEK CENTER SHOPPING CENTER, on a tract of land situated in the State of MISSISSIPPI, County of DESOTO, City of OLIVE BRANCH, with legal description of said land on Exhibit B, attached hereto and made a part hereof.

LESSEE has the option to extend the term of this Lease to January 31, 2018.

The provisions set forth in a written Lease Agreement between the parties dated as of the 9th day of May, 2002 are hereby incorporated in this Memorandum of Lease.

IN WITNESS WHEREOF, the parties hereto have hereunto executed this Agreement, and affixed their respective seals thereto as of the 9th day of May, 2002.

LESSOR:

CAMP CREEK CENTER, L.L.C.
A Mississippi limited liability company

WITNESS:

By: Fred Montesi, III
Fred Montesi, III
Chief Manager

LESSEE:

CATOSOUTH, LLC
A North Carolina limited liability company

By: The Cato Corporation
A Delaware Corporation
As Member

WITNESS:

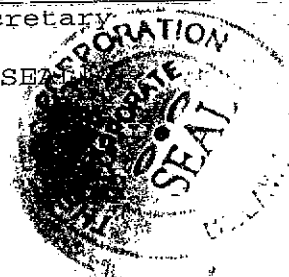
By: John P. Derham Cato
John P. Derham Cato
Vice-Chairman, President and
Chief Executive Officer

Prepared by Amy L. Cathey
Assistant Vice President
Director of Lease Administration
THE CATO CORPORATION
P. O. BOX 34216
CHARLOTTE, N. C. 28234
(704) 551-7272

Rev. 01/03/01

Attest: [Signature]
Assistant Secretary

[CORPORATE SEAL]

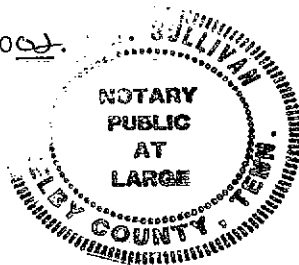


LESSOR'S ACKNOWLEDGMENTSTATE OF TennesseeCOUNTY OF Shelby

I, Diane H. Sullivan, a Notary Public for said County and State, do hereby certify Fred Montesi, III, Manager of Camp Creek Center, LLC a limited liability company, personally appeared before me this day and acknowledged the due execution of the foregoing instrument on behalf of the company.

Witness my hand and official seal or stamp, this the 30th day of April, 2002.

My commission expires

November 16, 2002

Diane H. Sullivan
Notary Public

LESSEE'S ACKNOWLEDGMENT

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

This 9th day of May, 2002 personally came before me JOHN P. DERHAM CATO, who being duly sworn, says that he is the VICE-CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER of THE CATO CORPORATION, and that the seal affixed to the foregoing instrument in writing is the corporate seal of the corporation and that said writing was signed and sealed by him in behalf of said corporation by its authority duly given. And its VICE-CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER, the said JOHN P. DERHAM CATO, acknowledged the said writing to be the act and deed of said corporation.

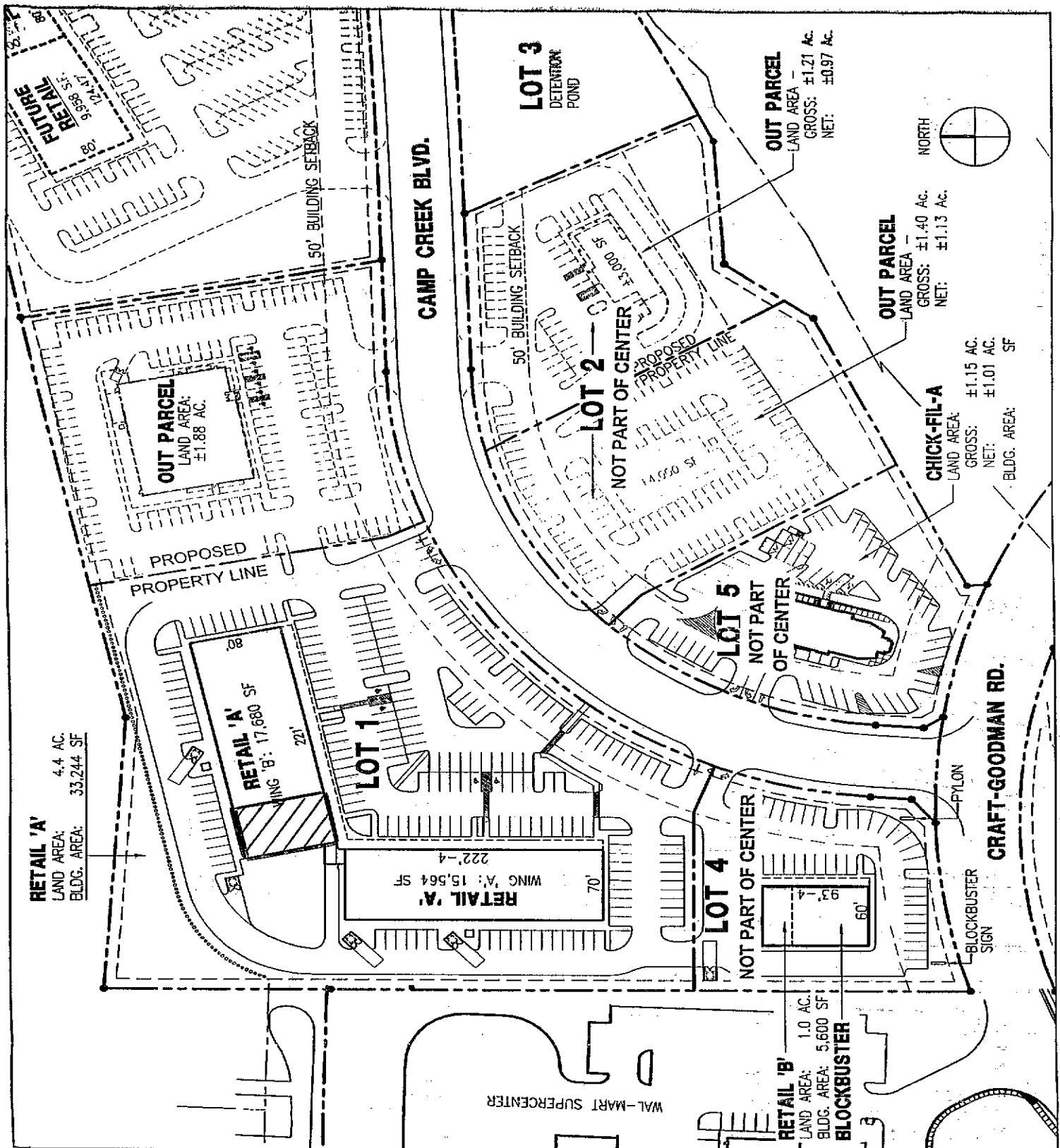
WITNESS my hand and Notarial Seal this 9th day of

May, 2002

My commission expires:

11-2-02

John P. Derham Cato
Notary Public



LOT 1, CRAFT-GOODMAN COMMERCIAL SUBDIVISION, FIRST REVISION OF PHASE 1, IN SECTION 28, TOWNSHIP 1
SOUTH, RANGE 6 WEST, CITY OF OLIVE BRANCH, DESOTO COUNTY, MISSISSIPPI, AS SHOWN BY PLAT APPEARING
IN PLAT BOOK 77, PAGE 29, IN THE OFFICE OF THE CHANCERY CLERK OF DESOTO COUNTY, MISSISSIPPI.

(Legal Description of Shopping Center)

TO BE FURNISHED BY LESSOR

EXHIBIT B